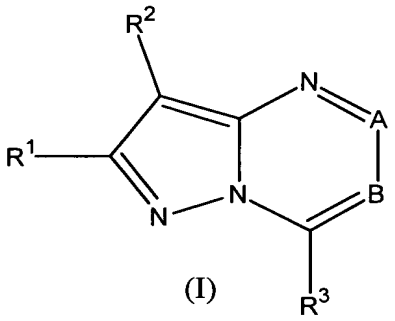
This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

1. (Currently Amended) A compound of formula I:



(I)

or a stereoisomer or pharmaceutically acceptable salt thereof, wherein:

A ~~equals~~ is N ~~or CR^5~~;

B ~~equals~~ is CR^4~~,~~
~~provided that A can not be CR^5 and B can not be CR^4 to form a pyrazolopyrimidine~~;

R^1 is independently selected from the group consisting of

H,
halogen,
CN,
C_{1-6} alkyl,
C_{2-10} alkenyl,
C_{2-10} alkynyl,
C_{3-6} cycloalkyl,
C_{1-6} alkyloxy,
C_{1-6} alkylS(O)$_n$,

$-NR^{1a}R^{1b}$ wherein R^{1a} and R^{1b} are independently selected from H, C_{1-4} alkyl, C_{3-8} cycloalkyl, $-C(O)C_{1-4}$alkyl, C_{1-6} alkyl$NR^{1a}R^{1b}$, $NR^{1a}COR^{1b}$, $-C(O)NR^{1a}R^{1b}$, $-O-C(O)C_{1-4}$alkyl, and

$-XR^{1c}$ wherein R^{1c} is selected from H or $-C_{1-4}$ alkylaryl; and X is selected from O or $S(O)_n$,

wherein R^1 is substituted with 0-6 substituents selected from halogen, C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, C_{1-4} haloalkyl, C_{1-4} alkylamino, C_{2-8} dialkylamino, C_{1-4} alkylthio, C_{1-4} alkylsulfinyl ~~or~~ and C_{1-4} alkylsulfonyl;

R^2 is selected from the group consisting of H, OR^7, SH, NR^6R^7, $C(OH)R^6R^{6a}$, $C(OR^7)R^6R^{6a}$, $S(O)_nR^{13}$, COR^7, CO_2R^7, $CHR^6(OR^7)R^{6a}$, $OC(O)R^{13}$, NO, NO_2, $NR^6C(O)R^7$, $N(COR^7)_2$, $NR^8CONR^6R^7$, $NR^6CO_2R^7$~~; or,~~

C_{1-10} alkyl,
C_{2-10} alkenyl,
C_{2-10} alkynyl,
C_{3-8} cycloalkyl,
C_{3-6} cycloalkyl C_{1-6} alkyl,
C_{1-10} alkyloxy,
C_{1-10} alkyloxyC_{1-10} alkyl,
$-SO_2-C_{1-10}$alkyl
$-SO_2R^{2a}$ wherein R^{2a} is aryl,
$-SO_2R^{2b}$ wherein R^{2b} is heteroaryl,
$-NR^{2c}R^{2d}$ wherein R^{2c} and R^{2d} are independently selected from H, C_{1-8} alkyl, $S(O)_nC_{1-4}$alkyl, $C(O)NR^{2c}R^{2d}$, CO_2C_{1-4}alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxyC_{1-6} alkyl, ~~or~~ and $-C(O)C_{1-4}$alkyl,

- halogen,
$-CN$,

-C(O)-L wherein L is selected from H, $NR^{2c}R^{2d}$, C_{1-6} alkyl or OC_{1-4} alkyl, $O(CH_2)_mOR$ wherein R is C_{1-3} alkyl, $O(CH_2)_m$-$NR^{2c}R^{2d}$,OH, $C(O)OC_{1-6}$alkyl or aryl or heteroaryl wherein m is 1-4; and

-OC(O)-M wherein M is selected from C_{1-4} alkyl, C_{1-4} haloalkyl, C_{2-8} alkoxyalkyl, C_{3-6}cycloalkyl, C_{4-12} cycloalkylalkyl, aryl, C_{1-6} alkylaryl, heteroaryl, and C_{1-6} alkylheteroaryl;

n is 0, 1 or 2; and wherein

R^2 is substituted with 0-3 substituents independently selected from R', R'', and R''' wherein R', R'' and R''' are independently selected from C_{1-6} alkyl, C_{3-7} cycloalkyl, hydroxyC_{1-6} alkyl, C_{1-6} alkyloxyC_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkyloxy, and hydroxy, or

R^2 is substituted with 0-3 substituents independently selected from:

halogen,
-CN,
-$S(O)_nR^{2e}$ wherein R^{2e} is selected from C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkyloxy C_{1-4} alkyl, and C_{3-6} cycloalkyl;
-COR^{2f} wherein R^{2f} is selected from H, C_{1-4} alkyl, C_{1-4}haloalkyl, C_{1-4} alkyloxy C_{1-4} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl C_{1-4}alkyl;
-CO_2R^{2f},
-$NR^{2g}COR^{2f}$ wherein R^{2g} is selected from H, C_{1-6} alkyl, C_{3-7} cycloalkyl, and C_{3-6} cycloalkyl C_{1-6} alkyl;
-$N(COR^{2f})_2$,
-$NR^{2g}CONR^{2f}R^{2h}$, wherein R^{2h} is selected from H, C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy C_{1-4} alkyl,C_{3-6} cycloalkyl and C_{3-6} cycloalkylC_{1-6} alkyl;

$-NR^{2g}CO_2R^{2e}$,
$-CONR^{2g}R^{2h}$,
1-morpholinyl,
1-piperidinyl,
1-piperazinyl,
and
C_{3-8} cycloalkyl wherein 0-1 carbon atoms in the C_{4-8} cycloalkyl is replaced by a group selected from -O-, $-S(O)_n-$, $-NR^{2g}-$, $-NCO_2R^{2e}$, $-NCOR^{2e}$, and $-NSO_2R^{2e}$; and wherein N^4 in 1-piperazinyl is substituted with 0-1 substituents selected from R^{2g}, CO_2R^{2e}, COR^{2e} and SO_2R^{2e}; or

the group R^{2i}, R^{2j}, R^{2k}, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, Br, Cl, F, I, C_{1-4} haloalkyl, $-OR^{2g}$, $-NR^{2g}R^{2h}$, $-C_{1-6}$ alkyl-OR^{2g}, ~~and~~ or C_{3-8} cycloalkyl which is substituted with 0-1 R^{21} and in which 0-1 carbons of C_{4-8} cycloalkyl is replaced by -O-, wherein

R^{2i} is selected from aryl wherein aryl is selected from phenyl, naphthyl, indanyl and indenyl, each R^{2i} being substituted with 0-1 OR^{2m} and 0-5 substituents independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, -SH, $-S(O)_nR^{2n}$, $-COR^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2n}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$;

R^{2j} is selected from heteroaryl wherein heteroaryl is selected from pyridyl, pyrimidinyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, pyrazolyl, triazolyl, tetrazolyl, indazolyl, 2,3-dihydrobenzofuranyl, 2,3-dihydrobenzothienyl, 2,3-dihydrobenzothienyl-s-oxide, 2,3-dihydro-benzothienyl-S-dioxide, indolinyl, benzoxazolin-2-onyl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6}

cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, OR^{2m}, -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heteroaryl being substituted on any nitrogen atom with 0-1 substituents selected from the group R^{2g}, CO_2R^{2e}, COR^{2e} and SO_2R^{2e};

R^{2k} is heterocyclyl which is a saturated or partially saturated heteroaryl as defined for R^{2j}, each heterocyclyl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, $-OR^{2m}$, -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heterocyclyl being substituted on any nitrogen atom with 0-1 substituents selected from the group R^{2f}, CO_2R^{2e}, COR^{2e} and SO_2R^{2e};

wherein

R^{2l} is H, C_{1-4} alkyl, C_{3-6} cycloalky-C_{1-4} alkyl or C_{3-8} cycloalkyl;

R^{2m} is H, C_{1-6} alkyl, C_{3-6} cycloalkyl C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, C_{1-4} haloalkyl, $R^{2q}S(O)_n$-C_{1-4} alkyl or $R^{2r}R^{2s}N$-C_{2-4} alkyl;

R^{2n} is H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl-C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, or C_{1-4} haloalkyl;

R^{2o} and R^{2p} are independently selected at each occurrence from H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl C_{1-6} alkyl and C_{1-4} haloalkyl;

R^{2q} is selected from C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy- C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-6} alkyl, aryl, aryl (C_{1-4} alkyl), heteroaryl and heteroaryl (C_{1-4} alkyl)- and benzyl, each benzyl being substituted on the aryl moiety with 0-1

substituents selected from the group C_{1-4} alkyl, Br, Cl, F, I, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy C_{1-4} haloalkoxy, and dimethylamino;

$R^{2r}R^{2s}$ taken together with the N form 1-pyrrolidinyl, 1-morpholinyl, 1-piperidinyl or 1-piperazinyl wherein N^4 in 1-piperiazinyl is substituted with 0-1 substituents selected from the group R^{2t}, CO_2R^{2q}, COR^{2q} and SO_2R^{2q};

R^{2t} is selected from H, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4}alkoxy-C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl - C_{1-6} alkyl, aryl, aryl (C_{1-4} alkyl)-, heteroaryl and heteroaryl (C_{1-4} alkyl);

R^3 is an aryl or heteroaryl group attached through an unsaturated carbon atom;

aryl is selected from phenyl, naphthyl, indanyl and indenyl, each aryl being substituted with 0-5 substituents independently selected at each occurrence from C_{1-6} alkyl, C_{3-6} cycloalkyl, methylenedioxy, C_{1-4} alkyloxy-C_{1-4} alkyloxy, $-OR^{2m}$, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, $-NO_2$, -SH, $-S(O)_nR^{2n}$, $-COR^{2m}$, $-CO_2R^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $CONR^{2o}R^{2p}$;

heteroaryl is selected from the group pyridyl, pyrimidyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl, indazolyl, 2,3-dihydrobenzo-furanyl, 2,3-dihydrobenzothienyl, 2,3-dihydro-benzothienyl-S-oxide, 2,3-dihydrobenzothienyl-s-dioxide, indolinyl, benzoxazolin-2-on-yl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted at 0-4 carbon atoms with a substituent independently selected at each occurrence from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, F, I,

C_{1-4} haloalkyl, -CN, $NR^{2g}R^{2h}$, nitro, $-OR^{2m}$, -SH, $-S(O)_nR^{2n}$, COR^{2m}, $-CO_2R^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$ and each heteroaryl being substituted at any nitrogen atom with 0-1 substituents selected from the group R^{2g}, CO_2R^{3a}, COR^{3a} and SO_2R^{3a} wherein,

R^{3a} is selected from the group C_{1-6} alkyl, C_{1-4} cycloalkyl-C_{1-6} alkyl and benzyl, each benzyl being substituted on the aryl moiety with 0-1 substituents selected from the group C_{1-4} alkyl, Br, Cl, F, I, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy, C_{1-4} haloalkoxy, and dimethylamino;

R^4 ~~and R^5 are independently~~ <u>is</u> selected ~~at each occurrence~~ from H, Br, Cl, F, I, -CN, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, amino, C_{1-4} alkylamino, $(C_{1-4}$ alkyl$)_2$ amino and phenyl, each phenyl is substituted with 0-3 groups selected from the group consisting of C_{1-7} alkyl, C_{3-8} cycloalkyl, Br, Cl, F, I, -C(O)H, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy, C_{1-4} haloalkoxy, C_{1-4} alkylthio, C_{1-4} alkylsulfinyl, C_{1-4} alkylsulfonyl, C_{1-6} alkylamino and $(C_{1-4}$ alkyl$)_2$ amino and wherein R^4 ~~and R^5~~ non-phenyl groups may be substituted with 0-5 substituents selected from OH, halogen, -C(O)H, $-OC_{1-6}$-alkyl, ~~and~~ C_{1-6} haloalkyl, C_{1-6} alkyl, C_{3-7} c-alkyl, <u>and</u> C_{1-6} alkyl$(OH)_nCO_2R$, wherein R is H or C_{1-6} alkyl, <u>or</u> C_{1-6} alkyl$(OH)_n$, wherein n is 0-3 ~~or R^4 and R^5 may join together to form a C_{3-6} alkylene chain~~;

R^6, R^{6a} and R^7 are independently selected from: H, C_{1-10} alkyl, C_{3-10} cycloalkyl, C_{3-10} alkenyl, C_{3-10} alkynyl, C_{1-10} haloalkyl, C_{2-8} alkoxyalkyl, C_{4-12} cycloalkylalkyl, C_{5-10} cycloalkenyl, and C_{6-14} cycloalkenylalkyl;

R^6, R^{6a} and R^7 are substituted with 0-6 substituents independently selected from halogen, C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy and C_{1-4} haloalkyl;

with the ~~that the compounds of Formula I with R^1, R^2, R^3, R^4 and R^5 as specifically defined below are excluded:~~

~~(a) a compound of formula I wherein A=CR^5, R^5 is p-Cl-Ph, R^1=H, R^2=H and R^3 = p-CF_3-Ph ;~~

~~(b) a compound of formula I wherein A=CR^5, R^5=p-Cl-Ph, R^1= CH_3, R^2=H, R^3= p-CF_3-Ph ;~~

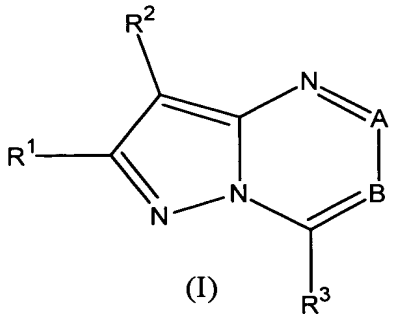
~~(c) a compound of formula I wherein A=CR^5, R^5=Ph, R^1 = Me, R^2=H, R^3=p-CF_3-Ph ;~~

~~(d) a compound of formula I wherein A=CR^5, R^5=Ph, R^1=H, R^2=H, R^3=p-CF_3-Ph ;~~

~~(e) a compound of formula I wherein A=CR^5, R^3 = Ph and R^2 is H, Br, CN, CO_2Et or Cl ;~~

~~(f) a compound of formula I wherein A=CR^5, R^5 = CH_3, C_2H_5 or Ph, R^1=H, R^2=H and R^3=Ph~~ proviso that when R^1 is H, amino, or acetamido, R^2 is H, and R^3 is unsubstituted phenyl, R^4 is not phenyl.

2. (Currently amended) A compound of formula I:



(I)

or a stereoisomer or pharmaceutically acceptable salt thereof, wherein:

A ~~equals~~ is N ~~or CR^5~~;

B ~~equals~~ is CR^4;

~~provided that A can not be CR^5 and B can not be CR^4 to form a pyrazolopyrimidine; and wherein~~,

R^1 is independently selected from the group consisting of

H,
halogen,
CN,
C_{1-6} alkyl,
C_{2-10} alkenyl,
C_{2-10} alkynyl,
C_{3-6} cycloalkyl,
C_{1-6} alkyloxy,
C_{1-6} alkyl$S(O)_n$,
$-NR^{1a}R^{1B}$ wherein R^{1a} and R^{1b} are independently selected from H, C_{1-4} alkyl, C_{3-8} cycloalkyl, $-C(O)C_{1-4}$alkyl,
C_{1-6} alkyl$NR^{1a}R^{1b}$,
$NR^{1a}COR^{1b}$,
$-C(O)NR^{1a}R^{1b}$,
$-O-C(O)C_{1-4}$alkyl, and

$-XR^{1c}$ wherein R^{1c} is selected from H or $-C_{1-4}$ alkylaryl;
X is selected from 0 or $S(O)_n$,

wherein R^1 is substituted with 0-6 substituents selected from halogen, C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, C_{1-4} haloalkyl, C_{1-4}alkylamino, C_{2-8}dialkylamino, C_{1-4}alkyloxy, C_{1-4} alkylthio, C_{1-4} alkylsulfinyl ~~or~~ and C_{1-4} alkylsulfonyl;

R^2 is selected from the group consisting of OR^7, SH, NR^6R^7, $C(OH)R^6R^{6a}$, $C(OR^7)R^6R^{6a}$, $S(O)_nR^{13}$, COR^7, CO_2R^7, $CHR^6(OR^7)R^{6a}$, $OC(O)R^{13}$, NO, NO_2, $NR^6C(O)R^7$, $N(COR^7)_2$, $NR^8CONR^6R^7$ ~~or~~ and $NR^6CO_2R^7$;

or R^2 is selected from:

C_{1-10} alkyl,
C_{2-10} alkenyl,
C_{2-10} alkynyl,
C_{3-8} cycloalkyl,
C_{3-6} cycloalkyl C_{1-6} alkyl,
C_{1-10} alkyloxy,
C_{1-10} alkyloxyC_{1-10} alkyl,
$-SO_2-C_{1-10}$alkyl
$-SO_2R^{2a}$ wherein R^{2a} is aryl,
$-SO_2R^{2b}$ wherein R^{2b} is heteroaryl,
$-NR^{2C}R^{2D}$ wherein R^{2c} and R^{2d} are independently selected from H, C_{1-8} alkyl, $S(O)_nC_{1-4}$alkyl, $C(O)NR^{2c}R^{2d}$, CO_2C_{1-4}alkyl, C_{3-8}cycloalkyl, C_{1-6} alkyloxyC_{1-6} alkyl, $-C(O)C_{1-4}$alkyl or R^{2c} and R^{2d} may join to form a heterocyclic ring having 0-3 heteroatoms selected from O, N or S,

$-C(O)-L$ wherein L is selected from H, $NR^{2c}R^{2d}$, and C_{1-6} alkyl
$O(CH_2)_mOR$ wherein R is C_{1-3} alkyl, $O(CH_2)_m-NR^{2c}R^{2d}$,OH, $C(O)OC_{1-6}$alkyl, or aryl or heteroaryl wherein m is 1-4; ~~or~~ and

$-OC(O)-M$ wherein M is selected from C_{1-4} alkyl, C_{1-4} haloalkyl, C_{2-8} alkoxyalkyl, C_{3-6} cycloalkyl, C_{4-12} cycloalkylalkyl, aryl, C_{1-6} alkylaryl, heteroaryl, and C_{1-6} alkylheteroaryl;

n is 0, 1 or 2; and wherein

R^2 is substituted with 0-3 substituents independently selected from R', R'', and R''' wherein R', R'' and R''' are

independently selected from C_{1-6} alkyl, C_{3-7} cycloalkyl, hydroxyC_{1-6} alkyl, C_{1-6} alkyloxyC_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkyloxy, and hydroxy, or

R^2 is substituted with 0-3 substituents independently selected from:
halogen,
-CN,
$-S(O)_nR^{2e}$ wherein R^{2e} is selected from C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkyloxy C_{1-4} alkyl, and C_{3-6} cycloalkyl;
$-COR^{2f}$ wherein R^{2f} is selected from H, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkyloxy C_{1-4} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkylC_{1-4} alkyl;
$-CO_2R^{2f}$,
$-NR^{2g}COR^{2f}$ wherein R^{2g} is selected from H, C_{1-6} alkyl, C_{3-7} cycloalkyl, and C_{3-6} cycloalkylC_{1-6} alkyl;
$-N(COR^{2f})_2$,
$-NR^{2g}CONR^{2f}R^{2h}$, wherein R^{2h} is selected from H, C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy C_{1-4} alkyl, C_{3-6} cycloalkyl and C_{3-6} cycloalkylC_{1-6} alkyl;
$-NR^{2g}CO_2R^{2e}$,
$-CONR^{2g}R^{2h}$,
1-morpholinyl,
1-piperidinyl,
1-piperazinyl,
and
C_{3-8} cycloalkyl wherein 0-1 carbon atoms in the C_{4-8} cycloalkyl is replaced by a group selected from -O-, $-S(O)_n-$, $-NR^{2g}-$, $-NCO_2R^{2e}$, $-NCOR^{2e}$, and $-NSO_2R^{2e}$; and wherein N^4 in 1-piperazinyl is substituted with 0-1 substituents selected from R^{2g}, CO_2R^{2e}, COR^{2e} and SO_2R^{2e}; or

the group R^{2i}, R^{2j}, R^{2k}, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, Br, Cl, F, I, C_{1-4} haloalkyl, $-OR^{2g}$, $-NR^{2g}R^{2h}$, $-C_{1-6}$ alkyl-OR^{2g}, ~~and~~ or

C_{3-8} cycloalkyl which is substituted with 0-1 R^{2l} and in which 0-1 carbons of C_{4-8} cycloalkyl is replaced by -O-, wherein

R^{2i} is selected from aryl wherein aryl is selected from phenyl, naphthyl, indanyl and indenyl, each R^{2i} being substituted with 0-1 OR^{2m} and 0-5 substituents independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, -SH, $-S(O)_nR^{2n}$, $-COR^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2n}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$;

R^{2j} is selected from heteroaryl wherein heteroaryl is selected from pyridyl, pyrimidinyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, pyrazolyl, triazolyl, tetrazolyl, indazolyl, 2,3-dihydrobenzofuranyl, 2,3-dihydrobenzothienyl, 2,3-dihydrobenzothienyl-s-oxide, 2,3-dihydro-benzothienyl-S-dioxide, indolinyl, benzoxazolin-2-onyl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, OR^{2m}, -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heteroaryl being substituted on any nitrogen atom with 0-1 substituents selected from the group R^{2g}, CO_2R^{2e}, COR^{2e} and SO_2R^{2e};

R^{2k} is heterocyclyl which is a saturated or partially saturated heteroaryl as defined for R^{2j}, each heterocyclyl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6}cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, $-OR^{2m}$, -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heterocyclyl being substituted on

any nitrogen atom with 0-1 substituents selected from the group R^{2f}, CO_2R^{2e}, COR^{2e} and SO_2R^{2e};

wherein

R^{2l} is H, C_{1-4} alkyl, C_{3-6} cycloalky-C_{1-4} alkyl or C_{3-8} cycloalkyl;

R^{2m} is H, C_{1-6} alkyl, C_{3-6} cycloalkyl C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, C_{1-4} haloalkyl, $R^{2q}S(0)_n$-C_{1-4} alkyl, or $R^{2r}R^{2s}N$-C_{2-4} alkyl;

R^{2n} is H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl-C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, or C_{1-4} haloalkyl;

R^{2o} and R^{2p} are independently selected at each occurrence from H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl C_{1-6} alkyl and C_{1-4} haloalkyl;

R^{2q} is selected from C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy- C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-6} alkyl, aryl, aryl (C_{1-4} alkyl), heteroaryl and heteroaryl (C_{1-4} alkyl)- and benzyl, each benzyl being substituted on the aryl moiety with 0-1 substituents selected from the group C_{1-4} alkyl, Br, Cl, F, I, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy C_{1-4} haloalkoxy, and dimethylamino;

$R^{2r}R^{2s}$ taken together with the N form 1-pyrrolidinyl, 1-morpholinyl, 1-piperidinyl or 1-piperazinyl wherein N^4 in 1-piperiazinyl is substituted with 0-1 substituents selected from the group R^{2t}, CO_2R^{2q}, COR^{2q} and SO_2R^{2q};

R^{2t} is selected from H, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4}alkoxy-C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl - C_{1-6} alkyl, aryl, aryl (C_{1-4} alkyl)-, heteroaryl and heteroaryl (C_{1-4} alkyl);

R^3 is ~~selected from~~ an aryl or heteroaryl group attached through an unsaturated carbon atom;

aryl is selected from phenyl, naphthyl, indanyl and indenyl, each aryl being substituted with 0-5 substituents independently selected at each occurrence from C_{1-6} alkyl, C_{3-6} cycloalkyl, methylenedioxy, C_{1-4} alkyloxy-C_{1-4} alkyloxy, $-OR^{2m}$, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, $-NO_2$, -SH, $-S(O)_nR^{2n}$, $-COR^{2m}$, $-CO_2R^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $CONR^{2o}R^{2p}$;

heteroaryl is selected from the group pyridyl, pyrimidyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl, indazolyl, 2,3-dihydrobenzo-furanyl, 2,3-dihydrobenzothienyl, 2,3-dihydro-benzothienyl-S-oxide, 2,3-dihydrobenzothienyl-s-dioxide, indolinyl, benzoxazolin-2-on-yl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted at 0-4 carbon atoms with a substituent independently selected at each occurrence from C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, F, I, C_{1-4} haloalkyl, -CN, $NR^{2g}R^{2h}$, nitro, $-OR^{2m}$, -SH, $-S(O)_nR^{2n}$, COR^{2m}, $-CO_2R^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, and $-NR^{2g}CONR^{2o}R^{2p}$ and each heteroaryl being substituted at any nitrogen atom with 0-1 substituents selected from the group R^{2g}, CO_2R^{3a}, COR^{3a} and SO_2R^{3a} wherein,

R^{3a} is selected from the group C_{1-6} alkyl, C_{1-4} cycloalkyl-C_{1-6} alkyl and benzyl, each benzyl being substituted on the aryl moiety with 0-1 substituents selected from the group C_{1-4} alkyl, Br, Cl, F, I, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy, C_{1-4} haloalkoxy, and dimethylamino;

R^4 ~~and R^5 are independently~~ is selected ~~at each occurrence~~ from H, Br, Cl, F, I, -CN, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, amino, C_{1-4} alkylamino, $(C_{1-4}$ alkyl$)_2$ amino and phenyl, each phenyl is substituted with 0-3 groups selected from the group consisting of C_{1-7} alkyl, C_{3-8} cycloalkyl, Br, Cl, F, I, -C(O)H, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy, C_{1-4} haloalkoxy, C_{1-4} alkylthio, C_{1-4} alkylsulfinyl, C_{1-4} alkylsulfonyl, C_{1-6} alkylamino and $(C_{1-4}$ alkyl$)_2$ amino and wherein R^4 ~~and R^5~~ non-phenyl groups may be substituted with 0-5 substituents selected from OH, halogen, -C(O)H, $-OC_{1-6}$-alkyl, ~~and~~ C_{1-6} haloalkyl, C_{1-6} alkyl, C_{3-7} c-alkyl, and C_{1-6} alkyl$(OH)_nCO_2R$, wherein R is H or C_{1-6} alkyl, or C_{1-6} alkyl$(OH)_n$, wherein n is 0-3 ~~or R^4 and R^5 may join together to form a C_{3-6} alkylene chain~~;

R^6, R^{6a} and R^7 are independently selected from: H, C_{1-10} alkyl, C_{3-10} cycloalkyl, C_{3-10} alkenyl, C_{3-10} alkynyl, C_{1-10} haloalkyl, C_{2-8} alkoxyalkyl, C_{4-12} cycloalkylalkyl, C_{5-10} cycloalkenyl, and C_{6-14} cycloalkenylalkyl; and

R^6, R^{6a} and R^7 are substituted with 0-6 substituents independently selected from halogen, C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, and C_{1-4} haloalkyl.

3. (Currently amended) A compound according to Claim 1 wherein

R^1 is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, and $-XR^{1c}$ wherein R^1 is substituted with 0-6 substituents selected from halogen, C_{1-4} alkyl ~~or~~ and C_{1-4} haloalkyl;

R^2 is selected from C_{1-10} alkyl, C_{2-10} alkenyl, C_{2-10} alkynyl, C_{3-8} cycloalkyl, C_{3-6} cycloalkyl C_{1-6} alkyl, and $-NR^{2c}R^{2d}$ wherein R^2 is unsubstituted or substituted with 1-3 substitutents independently selected from the group R^{2i}, R^{2j}, R^{2k}, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, Br, Cl, F, I, C_{1-4} haloalkyl, $-OR^{2g}$, $-NR^{2g}R^{2h}$, $-C_{1-6}$ alkyl-OR^{2g}, and C_{3-8} cycloalkyl which is substituted with 0-1 R^{21} and in ~~wich~~ which 0-1 carbons of C_{4-8} cycloalkyl is replaced by -O-.

4. (Currently amended) A compound according to Claims 1, wherein R^3 is ~~selected from~~ an aryl group selected from phenyl ~~or~~ and substituted versions thereof or a heteroaryl group selected from pyridyl ~~or~~ and substituted versions thereof.

5. (Currently amended) A compound according to Claim 4 wherein R^3 is substituted with 0-4 substituents independently selected from halogen, C_{1-4} alkyloxy, C_{1-6} alkyl ~~or~~ and NR'R'' wherein R' and R'' are independently selected from H ~~or~~ and C_{1-6} alkyl.

6. (Currently amended) A compound according to ~~Claims~~ Claim 1 wherein R^2 is selected from 3-pentyl, NEt_2, butyl, $NHCH(CH_2OMe)_2$, $NHCH(CH_2OEt)_2$, $NHCH(Et)CH_2OMe$, NH-3-heptyl, NH-3-pentyl, NH-2-butyl, NH-3-hexyl, $NHCH(CH_2Ph)CH_2OMe$, $NHCH(Et)CH_2CH_2OMe$, NH-cyclobutyl, NH-cyclopentyl, NEtPr, NEtBu, NMePr, NMePh, Npr_2, $NPr(CH_2\text{-}c\text{-}C_3H_5)$, $N(CH_2CH_2OMe)_2$, morpholino, $N(CH_2Ph)CH_2CH_2OMe$, $N(Me)CH_2CH_2OMe$, $N(Et)CH_2CH_2OMe$, $N(CH_2\text{-}c\text{-}C_3H_5)CH_2CH_2OMe$, $N(CH_2\text{-}c\text{-}C_3H_5)Pr$, $N(CH_2\text{-}c\text{-}C_3H_5)Et$, OEt, $OCH(Et)CH_2OMe$, $OCH(Et)CH_2CH_2OMe$, $OCH(Me)CH_2CH_2OMe$, O-3-pentyl, O-2-pentyl, S-3-pentyl, S-2-pentyl, SEt, S(O)Et, SO_2Et, S-3-pentyl, S(O)-3-pentyl, SO_2-3-pentyl, S-2-pentyl, S(O)-2-pentyl, SO_2-2-pentyl, $CH(CO_2Et)_2$, $C(Et)(CO_2Et)_2$, $CH(Et)CH_2OH$, $CH(Et)CH_2OMe$, $CH(Et)CH_2CH_2OMe$, $CONMe_2$, $COCH_3$, COEt, COPr, CO-2-pentyl, CO-3-pentyl, $CH(OH)CH_3$, $C(OH)Me_2$, C(OH)Ph-3-pyridyl,

$CH(OMe)CH_3$, CH(OMe)Et, CH(OMe)Pr, $CH(OEt)CH_3$, $CH(OPr)CH_3$, 2-pentyl, 2-butyl, cyclobutyl, cyclopentyl, CH(Me)cyclobutyl, CH(OMe)cyclobutyl, CH(OH)cyclobutyl, CH(Me)cyclopropyl, CH(OMe)cyclopropyl, CH(OH)cyclopropyl, CH(Et)cyclobutyl, CH(Et)cyclopropyl, CH(OMe)cyclobutyl, CH(OMe)cyclopropyl, CH(OEt)cyclobutyl, CH(OEt)cyclopropyl, $CH(Me)CH_2$-cyclobutyl, $CH(OMe)CH_2$-cyclobutyl, $CH(OH)CH_2$-cyclobutyl, $CH(Me)CH_2$-cyclopropyl, $CH(OMe)CH_2$-cyclopropyl, $CH(OH)CH_2$-cyclopropyl, $CH(Et)CH_2$-cyclobutyl, $CH(Et)CH_2$-cyclopropyl, $CH(OMe)CH_2$-cyclobutyl, $CH(OMe)CH_2$-cyclopropyl, $CH(OEt)CH_2$-cyclobutyl, $CH(OEt)CH_2$-cyclopropyl, $CH(CH_2OMe)$cyclobutyl, $CH(CH_2OMe)$cyclopropyl, $CH(CH_2OEt)$cyclobutyl, $CH(CH_2OEt)$cyclopropyl, $CH(cyclobutyl)_2$, $CH(cyclopropyl)_2$, $CH(Et)CH_2CONMe_2$, $CH(Et)CH_2CH_2NMe_2$, $CH(CH_2OMe)Me$, $CH(CH_2OMe)Et$, $CH(CH_2OMe)Pr$, $CH(CH_2OEt)Me$, $CH(CH_2OEt)Et$, $CH(CH_2OEt)Pr$, $CH(CH_2C{\equiv}CMe)Et$, and $CH(CH_2C{\equiv}CMe)Et$.

7. (Canceled)

8. (Canceled)

9. (Currently amended) A method of antagonizing a CRF-1 receptor in mammals including humans wherein binding to the receptor causes and ultimately results in the treatment of affective disorder, anxiety, depression, ~~headache,~~ irritable bowel syndrome, ~~post-traumatic stress disorder, supranuclear palsy, immune suppression, Alzheimer's disease, gastrointestinal diseases, anorexia nervosa or other feeding disorder, drug addiction, drug or alcohol withdrawal symptoms, inflammatory diseases, cardiovascular or heart related diseases, fertility problems, human immunodeficiency virus infections, hemorrhagic stress, obesity, infertility, head and spinal cord traumas, epilepsy,~~ stroke, ~~ulcers, amyotrophic lateral sclerosis, hypoglycemia~~ or a disorder the treatment of

which can be effected or facilitated by antagonizing CRF, comprising administering to the mammal a therapeutically effective amount of a compound according to ~~any one of~~ Claims 1 to ~~7~~ 6.

10. (Currently amended) A pharmaceutical composition comprising a compound according to any one of Claims 1 to ~~7~~ 6 and a pharmaceutically acceptable carrier.